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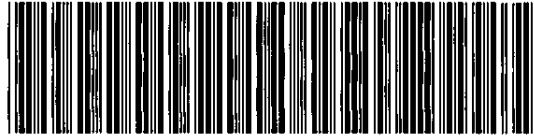
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07 APR 25 PM 3:42  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 867674 7553023

AUTHORIZATION : *Spuddean*

COST LIMIT : \$ 100.00

**FILED**  
07 APR 25 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : April 25, 2007

ORDER TIME : 11:41 AM

ORDER NO. : 867674-005

CUSTOMER NO: 7553023

DOMESTIC FILING

NAME: CYBERCOACH, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION  
OF  
CYBERCOACH, LLC

FILED  
07 APR 25 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with section 608.407, Florida Statutes.

1. Name. The name of the Company is CyberCoach, LLC.
2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 2829 Cattlemen Road, Sarasota, Florida 34232.
3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is Timothy M. Seat, 2829 Cattlemen Road, Sarasota, Florida 34232.
4. Purpose. Notwithstanding any other provision of these Articles of Organization, the purpose of the Company is limited solely to (i) taking title to that certain property as more particularly described on Exhibit B of the Company's Operating Agreement (the "Property"); (ii) to enter into that certain loan and security agreement by and between the Company and Bank of America, N.A., together with its successors and assigns (the "Lender") for the purpose of purchasing the Property (the "Loan"), a copy of such Loan Agreement shall be attached to the Company's Operating Agreement as Exhibit C and made a part thereof; and (iii) to take all actions incident, necessary and appropriate to accomplish the foregoing. The Company shall take title to the Property and shall not engage in the business of operating the Property.
5. Powers. The Company shall exercise all powers enumerated in the Florida Limited Liability Company Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth in section 4. Notwithstanding any other provision of these Articles of Organization, the Company shall only incur indebtedness to the extent permitted by these Articles of Organization and the Company's Operating Agreement. For so long as the Loan is outstanding, the Company shall not dissolve, liquidate, merge or sell substantially all of its assets.
6. Management. The Company shall be a manager-managed company. The names and addresses of the initial Managers of the Company are Mark T. McCool, 2829 Cattlemen Road, Sarasota, Florida 34232, and Timothy M. Seat, 2829 Cattlemen Road, Sarasota, Florida 34232.
7. Indemnification. The Company shall, to the fullest extent permitted by the provisions of Florida Statutes Section 608.4229, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of the Member or disinterested managers or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and shall inure to the benefit

of the heirs, executors and administrators of such a person. Notwithstanding any other provision of these Articles of Organization, any indemnification of the Company's managers and officers shall be fully subordinated to any obligations respecting the Property (including, without limitation, the Loan) and such indemnification shall not constitute a claim against the Company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

8. Existence. In accordance with section 608.409, Florida Statutes, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.

9. Amendment. These Articles of Organization may be amended in the manner provided herein and in the Operating Agreement of the Company.


In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 23<sup>rd</sup> day of April 2007 (the "Execution Date").

  
\_\_\_\_\_  
Timothy M. Seat  
Member or Authorized Representative

#### **ACKNOWLEDGEMENT OF REGISTERED AGENT**

In accordance with sections 608.407(c) and 608.415, Florida Statutes, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts the appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

  
\_\_\_\_\_  
Timothy M. Seat  
Registered Agent